

EXHIBIT 10



**Minutes
of the
Extra Ordinary Board Meeting
of**

SingularDTV GmbH

held on Friday, 27 August, 2021
17.30 – 18.00 CET (11.30AM-12.00AM Eastern Time)

Via zoom Videoconference

Attendees:

- **Arie Yehuda Levy-Cohen**, Board Member / Chairman of the Board
- **Joseph Lubin**, Board Member
- **Zachary LeBeau**, Board Member
- **Patrik Allenspach**, Resident Signatory

Agenda:

- 1. Constitution of the meeting**
- 2. Approval of the minutes of the last meeting of the Board of Managing Directors, dated June 8th 2021**
- 3. Ratification of resolution regarding removal of Kim Jackson as COO of SingularDTV GmbH, that was taken at the meeting of the Managing Directors on June 8, 2021**
- 4. Mandating Attorney-at-Law Tibor Nagy, Dontzin Nagy & Fleissig LLP as external legal counsel of SingularDTV GmbH in the United States of America regarding general legal advice**
- 5. Convocation of an extraordinary members' general meeting (shareholders' meeting)**
 - a. Proposed agenda for the extraordinary members' general meeting (not limited to this agenda item):**
 - Removal of Zachary James LeBeau as Managing Director ("Geschäftsführer") of SingularDTV GmbH**
- 6. Miscellaneous**

1. Constitution of the Meeting

Present (via videoconference):

- **Arie Levy Cohen**, Managing Director and Chairman of the Board ("AYLC")
- **Joseph Lubin**, Managing Director ("JML")
- **Zachary James LeBeau**, Managing Director ("ZJL")
- **Patrik Allenspach**, Resident Signatory ("PA")

JML takes the chair for the meeting. PA is nominated as secretary and will take the minutes.

No objection is raised.

The invitation and agenda to this meeting were distributed by AYLC on Tuesday August 17th, 2021, via e-mail.

On Monday August 23rd, 2021, ZJL requested time to 1. state his official position for the record and 2. propose two possible ways forward for the company. He further advised that he intends to bring his personal lawyers and Kim Jackson to the call.

AYLC then stated on Tuesday, August 24th, 2021, that the meeting is limited exclusively and only to members of the board of directors and advised that all three board members will be given ample time to submit any comments and statements at the beginning of the call.

On Friday, August 27th, 2021, at 17.16h CET, ZJL distributed to AYLC, JML and PA a document with the content of his official position which he intended to present during the meeting and asked to add to the minutes.

It was agreed that ZJL will be given time to present his official position prior to proceeding to the agenda's voting items 2-5.

JML pointed out that the meeting shall be guided by the agenda.

ZJL official position and proposal of possible ways forward

ZJL presented the content of the document which he had distributed at 17.16h CET. He also explained the content of a separate communication he had provided on August 26th, 2021, to AYLC and JML, please refer to attachments:

- “Advance Written Statement Agenda to be added to Meeting Minutes”
- “Zach LeBeau's reservation of rights and 2 exit proposals to be added to meeting's minutes”

JML confirmed that the objections and proposal which have been presented by ZJL and provided in written form by ZJL will be considered, and that the meeting will continue with discussion/voting on the foreseen agenda points.

2. Approval of the minutes of the last meeting of the Board of Managing Directors, dated June 8th 2021

Voting in Favor: Joseph Michael Lubin and Arie Yehuda Levy Cohen

Voting Against: None

With reference to his position presented at the beginning of the meeting, Zachary James LeBeau declared he will abstain from voting.

3. Ratification of resolution regarding removal of Kim Jackson as COO of SingularDTV GmbH, that was taken at the meeting of the Managing Directors on June 8, 2021

Voting in Favor: Joseph Michael Lubin and Arie Yehuda Levy Cohen

Voting Against: None

With reference to his position presented at the beginning of the meeting, Zachary James LeBeau declared he will abstain from voting.

4. Mandating Attorney-at-Law Tibor Nagy, Dontzin Nagy & Fleissig LLP as external legal counsel of SingularDTV GmbH in the United States of America regarding general legal advice

Voting in Favor: Joseph Michael Lubin and Arie Yehuda Levy Cohen

Voting Against: None

With reference to his position presented at the beginning of the meeting, Zachary James LeBeau declared he will abstain from voting.

5. Convocation of an extraordinary members' general meeting (shareholders' meeting)

Discussion about the proposed agenda, consisting of:

- Removal of Zachary James LeBeau as Managing Director ("Geschäftsführer")
- Re-Election of the auditor

Voting in Favor: Joseph Michael Lubin and Arie Yehuda Levy Cohen

Voting Against: None

With reference to his position presented at the beginning of the meeting, Zachary James LeBeau declared he will abstain from voting.

The extraordinary shareholder meeting will be scheduled September 24th, 2021, 17.30-18.30 CET (11.30-12.30 Eastern time), to be held via videoconference.

JML, AYLC and ZJL confirmed their availability for this extraordinary shareholder's meeting.

Addendum: After initial review/consideration of the two documents provided by ZJL, the two additional items requested by ZJL were added to the agenda of the extraordinary shareholder meeting.

6. Miscellaneous

There were no further points to discuss.

JML closed the videoconference at 18.00h CET.

The Chairman of the Board

The Secretary

Arie Yehuda Levy Cohen

Patrik Allenspach

Distribution:

- Domicile
- Managing Directors

Appendices:

- "Advance Written Statement Agenda to be added to Meeting Minutes"
- "Zach LeBeau's reservation of rights and 2 exit proposals to be added to meeting's minutes"
- "Resignation_RD_SDTV_GmbH_2019-02-12"

Appendix 1: Advance Written Statement Agenda to be added to Meeting Minutes



WRITTEN STATEMENT

To:	Arie Levy Cohen; Joseph Lubin
From:	Zach LeBeau
Date:	August 27 th , 2021
Subject:	Written Statement to Board of Managing Directors of SingularDTV GmbH before the Meeting of August 27 th , 2021

In advance of the meeting of the Board of Managing Directors on August 27th, 2021, I am submitting my following statement, expect that its content will be reflected in the minutes of the meeting, and request that the additional items mentioned below be added to the agenda. Thank you.

A. Introductory Remarks

- Reservation of Rights and 2 Exit Proposals
- For the sake of good order, I hereby object, in accordance with Article 16 of the article of association of SingularDTV GmbH, to the holding of the meeting of August 27th, 2021, as a meeting of all shareholders ("Universalversammlung").

B. Regarding the Agenda Items of August 17th, 2021

1. Constitution of the meeting

- The attendance of Arie Levy Cohen to the meeting of the Board of Managing Directors cannot be considered when assessing the constitution of the meeting of the Board of Managing Directors on August 27th, 2021. Arie Levy Cohen resigned as director by written resignation letter on February 12th, 2019 (see attachment). Arie Levy Cohen has not been re-elected as managing director and has consequently not participated in any operational affairs of SingularDTV GmbH. He can therefore not to be considered a member of the Board of Managing Directors.

2. Approval of the minutes of the last meeting of the Board of Managing Directors, dated June 8th, 2021

- I vote against the approval of the minutes of the meeting of the Board of Managing Directors, dated June 8th, 2021.
- I was not invited to the Board Meeting on June 8th, 2021, in accordance with the by-laws of SingularDTV GmbH despite my Managing Director position.
- Furthermore, Arie Levy Cohen resigned as director by written resignation letter on February 12th, 2019. Arie Levy Cohen has not been re-elected as managing

director and has consequently not participated in any operational affairs of SingularDTV GmbH.

- Therefore, the Board of Managing Directors, dated June 8th, 2021, was not validly constituted (in accordance with para. 14 et seqq. of the By-Laws of SingularDTV GmbH) and the resolutions were not taken with the required majority (in accordance with para. 17 of the By-Laws of SingularDTV GmbH). Any and all resolutions taken during the meeting of the Board of Managing Directors, dated June 8th, 2021, are null and void.

3. Ratification of resolution regarding removal of Kim Jackson as COO of SingularDTV GmbH, that was taken at the meeting of the Managing Directors on June 8, 2021

- I vote against the ratification of this (null and void) resolution.
- As mentioned above, the resolutions taken during the meeting of the Board of Managing Directors of June 8th, 2021, are null and void. They were not taken validly because the quorum of attendance was not fulfilled and because they were taken without the required majority.

Also, it does not make sense in any way to have Kim Jackson removed as COO. The proposed removal has no objective reasons but must be qualified as a retaliatory step against the partner of a shareholder in the course of a shareholders' dispute. Kim Jackson is also one of the founders of SingularDTV. The proposal alone runs counter to the interests of the company as well as of the token holders.

4. Mandating Attorney-at-Law Tibor Nagy, Dontzin Nagy & Fleissig LLP as external legal counsel of SingularDTV GmbH in the United States of America regarding general legal advice

- SingularDTV GmbH is a Swiss company. I am not aware of any dispute or need for general legal advice in the United States of America or was not informed about the same, despite my role as managing director. The suspicion arises that Joseph Lubin (managing director) and Arie Levy Cohen (previously resigned) primarily want to finance personal US legal issues through SingularDTV GmbH. In doing so, they would – as in previous cases – fundamentally act against the interests of SingularDTV GmbH as well as – in the case of Joseph Lubin – against his statutory legal duty of care as managing directors of a Swiss GmbH. Further, Attorney-at-Law Tibor Nagy, Dontzin Nagy & Fleissig LLP has represented ConsenSys, founded and controlled by Joseph Lubin. Further, SingularDTV GmbH has various legal claims against ConsenSys. For these reasons alone, Attorney-at-Law Tibor Nagy is subject to an obvious conflict of interest and cannot duly represent the interests of SingularDTV GmbH.
- Against this background, I decidedly vote against mandating Attorney-at-Law Tibor Nagy, Dontzin Nagy & Fleissig LLP.

5. Convocation of an extraordinary members' general meeting (shareholders' meeting)

- I vote against the convocation of an extraordinary members' general meeting.
- If, contrary to expectations, an extraordinary members' general meeting is nevertheless scheduled, I propose that the following items be added to the agenda:

- Removal of Joseph Lubin as Managing Director ("Geschäftsführer") of SingularDTV GmbH in accordance with Article 815 of the Swiss Code of Obligations ("CO"), due to breaches of this duty of care, duty of loyalty as a managing director, namely because of his conflicts of interest (Article 812 CO), e.g.
 - Continued conflicts of interests by entering into agreements between ConsenSys (a company founded and controlled by Joseph Lubin) and SingularDTV GmbH at conditions considerably in breach of the arm's length principle under section VIII/1 of the By-Laws of SingularDTV GmbH, which is a serious breach of the provisions of conflicts of interest in section X of the By-Laws of SingularDTV GmbH.
 - Attempt to terminating the services agreement with Singular LLC without cause and in a retaliatory manner by (null and void) resolution during the invalidly constituted meeting of the Managing Directors on 27 May 2021
 - Repeated, verifiable acts as a part of the majority of shareholders (together with Arie Levy Cohen) against the interests of the company as well as against the rights and legitimate interests of the minority shareholders and token holders.
- Application to the court in accordance with Article 12 no. 14 of the articles of association of SingularDTV GmbH to exclude Arie Levy Cohen as Shareholder ("Gesellschafter") of SingularDTV GmbH for good cause ("wichtige Gründe"), due to breaches of this duty of care, duty of loyalty, namely because of his conflicts of interest, e.g.
 - Repeated, verifiable acts as a part of the majority of shareholders (together with Joseph Lubin) against the interests of the company as well as against the rights and legitimate interests of the minority shareholders.

C. Additional Agenda Items for the Meeting of the Board of Managing Directors of August 27th, 2021

1. **Removal of Arie Levy Cohen as Managing Director ("Geschäftsführer") of SingularDTV GmbH from the Commercial Registry**
 - Arie Levy Cohen resigned as managing director by written resignation letter on February 12th, 2019. He has not been re-elected as managing director. Consequently, he has to be removed instantly as Managing Director of SingularDTV GmbH from the Commercial Registry of the Canton of Zug.
2. **Nullity of the resolutions of the meeting of the Managing Directors on May 27th, 2021, and June 8th, 2021**
 - Arie Levy Cohen resigned as managing director by written resignation letter on 12 February 2019. He has not been re-elected as managing director. Therefore, the meetings of the Board of Managing Directors, dated May 27th, 2021 and June 8th, 2021, were not validly constituted (in accordance with para. 14 et seqq. of the By-Laws of SingularDTV GmbH). The resolutions taken during the meetings of the Board of Managing Directors of May 27th, 2021, and June 8th, 2021, are null and void.

Appendix 2: Zach LeBeau's reservation of rights and 2 exit proposals to be added to meeting's minutes

August 26, 2021

Joe, Arie, I have 2 exit proposals I would like to present to you. But first, let me get some reservation of rights out of the way.

For the record, my written statement agenda provided in advance of this meeting should be entered into the minutes. That written statement covers the following points:

- (a) Arie resigned from the Board of Managing Directors in February of 2019; he has no role in this meeting. Arie has not been a member of the board for more than two years, has not attended a meeting and has not performed as a fiduciary or in any other role; thus his vote on any matter before the board is of no effect. Right now Joe and I are the sole directors.
- (b) My opposition to approving the minutes of the June 8, 2021 meeting and all actions taken at that meeting did not conform with required corporate formalities. Thus, I remain on the Board of Managing Directors and will continue to fulfill my fiduciary duties to the shareholders and token holders. Kim remains the COO until a court order says otherwise. Kim has been vital to this business and is the only one who has done anything to get to the bottom of the hack.
- (c) Conflicts of interest in the selection of the firm Tibor Nagy Dontzin Nagy & Fleissig as company counsel, as that firm has represented ConsenSys (it says so on their website) which is owned by Joe Lubin. As we are on the brink of litigation, this conflict of interest obviously disqualifies Joe's personal lawyers.
- (d) This is a meeting of the Board of Managing Directors and I object to any action to convene an extraordinary members' general meeting. I reiterate my objection in accordance with Article 16 of the Articles of Association of SingularDTV GmbH to the holding of the present meeting as a meeting of all shareholders.

Also regarding Arie, under Swiss law, a person who has stolen from the company and who has been wantonly unscrupulous in his self-dealing activities relinquishes his voting rights. It is possible that criminal charges against Arie will be forthcoming, though I am not at liberty to discuss at this time. Surely you must all be aware that the SEC is going after companies / individuals who misuse proceeds of TGEs/ICOs. Joe, we need to be mindful that permitting the actions of Arie to go *unresolved* could have consequences for all of us.

But I come here with a solution that I hope you will both agree with.

PATH 1: Where we are now... Spending more money on lawyers to expose the two of you for your unscrupulous conduct is not my preferred path. That said, the **first way**

August 26, 2021

forward is what is happening now. Because we are both posturing and preparing for what will be years of court battles, it would be irresponsible and unproductive to continue the business of the company. Therefore, Path 1 is to cease all development and spending of money. The company will be put in stasis while the courts of the various jurisdictions determine the fate of our business. I will also initiate a claim to forcibly dissolve the GmbH and distribute the remaining assets accordingly.

PATH 2: However, I would like to offer a second possible path. One that lets me go on my way and lets the two of you do what you want with the business:

We split the company in 2 – you take the SaaS and 10k ETH; I take the entertainment assets and 2k ETH, and we use the leftover money in the Signature account to get out of CH.

- a. Your team takes over Breaker SaaS, continues to develop it, operate it, sell it, etc. Whatever you want.
- b. You take 10,000 ETH to give it a long runway with enough to give back to the token holders if you choose.
- c. I will relinquish all directorships and voting rights (except protective rights).
- d. Joe and I will be pari passu in the commercialization of the software. I get whatever Joe gets. If Joe gets diluted, I get diluted. If Joe draws a salary, I draw a salary. We will need to build in some protections to make sure that revenue is not siphoned off to your other companies, but I'm sure our lawyers can figure that out. The goal is to make us equal – not equal in control, only economic benefits.
- e. I will take Breaker Studios and 2,000 ETH allocated to Breaker Studios to continue operations. The IP will be assigned to a new entity that I own and the ETH will be used for development and commercialization activities at my discretion.
- f. Meanwhile, there is \$10m in the Signature account which will be used solely for the purpose of getting us out of Switzerland, probably with a few million left over which will be split ratably between the three of us based on our shares as of today. We can put together a 'get out of Switzerland committee' and get out as quickly and cheaply as possible with no future exposure.

The second path gives everyone a way to move forward with a portion of the company's assets in a productive manner, and I will work provide for a smooth and easy transition into this new phase. If you are interested in my second proposal, Joe, give me a call or email. Or have your lawyers talk to Neil and Jerald. If not, let me know by 5pm EST next Tuesday, August 31st.

Appendix 3: Resignation_RD_SDTV_GmbH_2019-02-12

SingularDTV GmbH

Gartenstrasse 6

6300 Zug

Zug, 12 February 2019

Resignation as Director of SingularDTV GmbH, Zug

Dear colleagues

I hereby declare my resignation as director of SingularDTV GmbH, Zug, with immediate effect. I would like to take this opportunity to thank you all for the always productive collaboration and wish you all the very best for your professional and personal future.

Sincerely



Arie Levy-Cohen